**UNS Energy Corp** Form 4 August 19, 2014

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and A BONAVIA	Address of Reporting PAUL J	Symbo		5. Relationship of Reporting Person(s) to Issuer			
		UNS	Energy Corp [UNS]	(Check all applicable)			
(Last) 88 E. BRO		(Month	e of Earliest Transaction n/Day/Year) /2014	_X_ Director 10% Owner Other (specify below)			
				Exec Board Chair			
	(Street)		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
TUCSON,	AZ 85701						
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, is any (Month/Day/Year	Code (Instr. 3, 4 and 5)  (Instr. 8)  (A)  or  Code V Amount (D) F				
Common Stock	08/15/2014		D 61,343 D 60 (2)	D.25 0 D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units (1)	\$ 0 (3)	08/15/2014		D		888.932	(2)	(2)	Common Stock	888.93
Restricted Stock Units	\$ 0 (5)	08/15/2014		D		5,631.52 (6)	<u>(7)</u>	<u>(7)</u>	Common Stock	5,631.
Restricted Stock Units	\$ 0 (5)	08/15/2014		D		7,383.94 ( <u>6)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	7,383.
Employee Stock Option (right to buy)	\$ 26.11	08/15/2014		D		59,940	<u>(9)</u>	02/19/2019	Common Stock	59,94

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
toporting of their runner, reducess	Director	10% Owner	Officer	Other		
BONAVIA PAUL J 88 E. BROADWAY TUCSON, AZ 85701	X		Exec Board Chair			

## **Signatures**

Diana K. Durako, Attorney in Fact 08/19/2014

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of phantom stock is the economic equivalent of one share of common stock under the UNS Energy Corporation Management and Directors Deferred Compensation Plan (the "DCP").
- (2) On August 15, 2014, FortisUS Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, FortisUS Inc., Color Acquisition Sub Inc., an Arizona corporation and wholly owned subsidiary of FortisUS Inc., and solely for purposes of Section 5.5(c) and 8.15 of the merger agreement, Fortis Inc., a corporation incorporated under the Corporations Act of Newfoundland and Labrador, dated as of December 11, 2013 (the "Merger"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, phantom stock units were canceled at

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the effective time of the Merger in exchange for the right to receive a cash payment in the future at the time or times elected by the reporting person under the DCP and subject to earlier payment in accordance with the DCP.

- (3) Converts to common stock on a 1-for-1 basis.
- (4) The phantom stock units were canceled at the effective time of the Merger in exchange for the right to receive a cash payment in the future at the time or times elected by the reporting person under the DCP and subject to earlier payment in accordance with the DCP.
- (5) Each restricted stock unit represents a contingent right to receive one share of UNS Energy Corporation common stock.
- (6) The reported number of derivative securities disposed of includes shares acquired by reinvesting dividends in unreported transactions pursuant to the Company's dividend reinvestment program.
- At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, the restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required withholding taxes.
- (8) The restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required witholding taxes.
- At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, all outstanding options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes.
- (10) The options were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 less the option exercise price, payable without interest and less any required withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.